

NAML Winter Membership Meeting Minutes

March 23, 2021

Prepared by Lou Burnett, NAML Executive Director

- **Call to order.** The meeting was called to order by Robert Dickey, NAML President, at 1:30 p.m. EDT.
- Review of voting Delegates. A list of the voting Delegates and approved Alternates was shown to indicate that only those on the list are allowed to vote. All members, regardless of Delegate status were allowed to participate in discussions.

- **Approval of Minutes.** The minutes of the 17 Mar 2020 meeting were approved as submitted by a vote of 37 yes, 0 no. The minutes had been posted on the NAML website for many months.

- **Amendments to NAML Articles of Organization and Bylaws.** Dave Carlon, Chair of *Ad Hoc* Bylaws Committee advanced the proposed amendments to the NAML Articles of Organization and Bylaws to discussion and a vote; because this is a motion by a committee of four, it required no second. The proposed amendments were provided to the NAML membership on 3 Feb 2021 listing the NAML Board of Directors as proponents. The proposed amendments are provided in [Appendix 1](#). Passage of amendments requires that a quorum of Delegates be present (i.e., one-third of 93 NAML Delegates = 31) and approval of two-thirds of those voting.

- **Amendments to NAML Articles of Organization and Bylaws.** The motion to approve the amendments to both the Articles of Organization and the Bylaws were approved by a vote of 39 yes, 0 no, and 1 abstention.

- **Membership Report.** Lou Burnett, NAML Executive Director
NAML 2020
 - **Regular NAML members**
 - removed from membership = 9
 - members paying dues in arrears = 6
 - Total Regular NAML members = 93
 - **Associate members** of the 3 regional organizations
 - removed from membership = 11
 - members paying dues in arrears = 0
 - Total Associate members = 11

- **Dues collected**

- 2020 NAML dues = \$143,700
- NAML arrears dues = \$9,500
- 2020 regional dues = \$20,800 (regular + associate)
- regional arrears dues = \$1,200

NAML 2021

- **Regular NAML members**

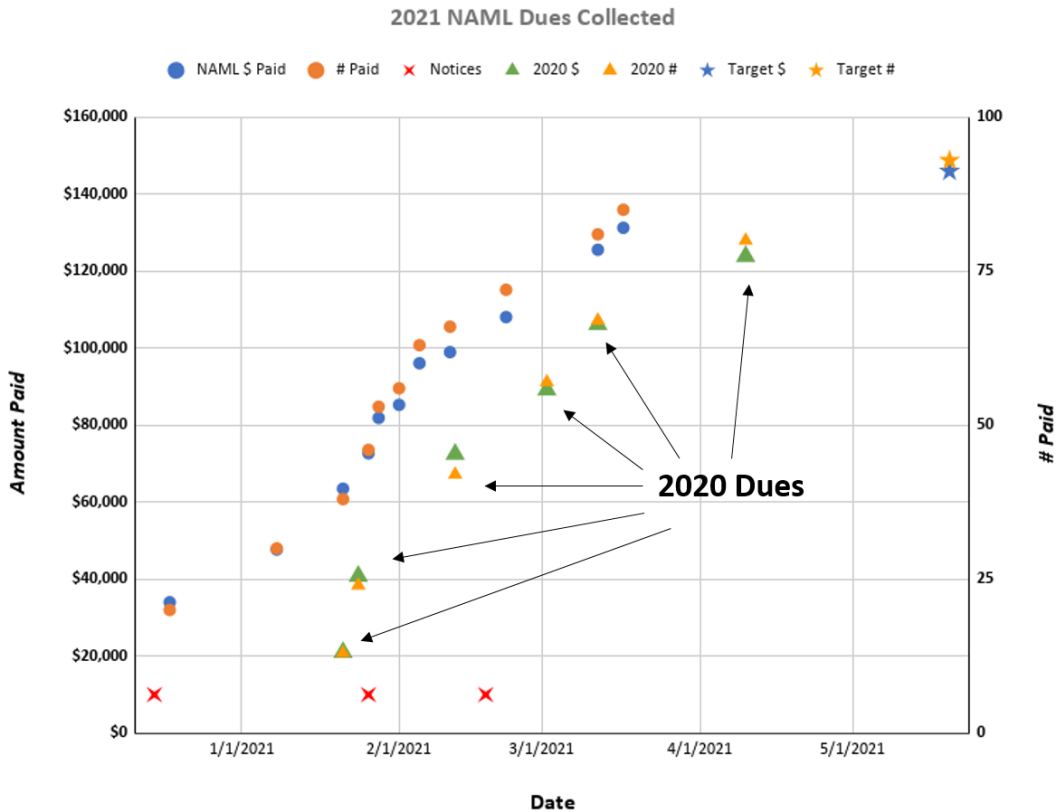
- Total Regular NAML members = 93
- members paid = 86
- members in arrears = 7 (3 in the process of paying)

- **Associate members** of the 3 regional organizations

- Total Associate members = 11
- members paid = 10
- members in arrears = 1

- **Dues collected**

- 2021 NAML dues = \$133,000
- 2021 regional dues = \$19,400 (regular + associate)



- **New Members**
 - [Texas A&M-Corpus Christi, Center for Coastal Studies](#), small laboratory: SAML Executive Committee has approved membership to start in 2021; approved by NAML Board of Directors (14 Dec 2020 meeting); requires ratification by NAML membership; final approval is pending ratification by SAML at its April 27, 2021 business meeting.
 - [University of Minnesota Duluth, Large Lakes Observatory](#), medium laboratory; already an *Associate* member of NEAMGLL; seeks approval to join NAML as a *Regular* member; approved by NAML Board of Directors (15 Mar 2021); requires ratification by NAML membership.

- **Ratification of new members.** Texas A&M - Corpus Christi, Center for Coastal Studies (small lab) and University of Minnesota Duluth, Large Lakes Observatory (medium lab) were ratified as new members by a vote of 41 yes, 0 no. The final approval of Texas A&M - Corpus Christi, Center for Coastal Studies will be done at the upcoming SAML meeting.

- **Officer Reports**
 - **Treasurer - Karina Nielsen**
 - **NAML Budget Review.**
 - **2021 Revenues**
 - The total dues received for 2021 is projected to be \$143,700; assumes this is equal to 2020; currently NAML has received \$133,000 in 2021 dues
 - Winter meeting registration fees: \$3,750
 - Biennial meeting registration fees: \$3,000
 - 3 regional organizations contribution for website operation = \$3,000.
 - Credit card fees charged to regional organizations = \$450
 - *TOTAL 2021 Revenue = \$153,900.*
 - **2021 Expenses**
 - Contracts with Burk & Associates, Inc. for management services and Federal Science Partners for public policy services = \$136,000.
 - Accounting, Bank Fees, Credit Card fees = \$6,100.
 - Biennial Meeting expenses = \$3,000.
 - Briefings in Washington, D.C. = \$5,000.
 - Web Hosting & Database Services = \$2,400
 - *TOTAL 2021 Expenses = \$152,500.*

- The Board of Directors is considering a future adjustment of annual dues tied to some measure of cost of living increases.
 - Members are encouraged to recruit new NAML members to give greater voice to issues of interest to NAML and to provide a stable financial basis for the organization.
- **Committee Reports**
 - Public Policy Committee - Dave Carlon, Chair
 - The committee continues to have monthly meetings on Zoom that are open to all NAML members. The meetings are on the first Thursday of every month at 2 p.m. Eastern Time. Links and meeting agendas are emailed to members.
 - The Public Policy Agenda for 2021 is in its final stages of development. Members are asked to give their input to the committee. According to NAML procedures, the committee develops the agenda with the assistance of the Federal Science Partners, submits a draft of the agenda to the membership for input, and then approves a final draft. The NAML President approves the final draft and submits it to the NAML Board of Directors for approval. Once the agenda is approved, it is posted on the NAML website under the Public Policy tab.
 - The committee decided to publish supplemental one-page position papers to supplement the Public Policy Agenda.
 - Education Committee - Aly Busse, Chair
 - The committee has hosted two webinars for the NAML membership with broad topics on education. The first two, listed below, were well-received and well-attended. A third webinar is planned for May. These webinars are available on the NAML website under the Resources tab > Webinars.
 - Webinars
 - Building Strong and Resilient Ocean Science Research and Education Workforce Teams in the U.S., 20 Nov 2020
 - Recruiting, Supporting, and Retaining Minorities in STEM, 19 Feb 2021
 - Upcoming webinar: The Virtual Field - Expanding Field Station and Marine Laboratory Educational Programs with Virtual Experiences, 7 May 2021
- **New Business**
 - NAML Survey - committees continue work on a NAML-wide survey of the membership.
- **Breakout meetings of Regional Organizations (NEAMGLL, SAML, WAML)**
- **Report from breakout meetings**
- **Adjournment**

Appendix 1. Proposed Amendments to the Articles of Organization and the Bylaws of NAML.

Amendments to the Articles of Organization and the Bylaws

Background Information

These are two separate documents. The **Articles of Organization** essentially create the organization and the **Bylaws** set out the rules and procedures for internal governance. Amending each of these uses the same procedures.

From Article VIII of the Articles of Organization. *These Articles of Organization may be amended at any duly constituted meeting of the Association, at which a quorum is present, by a two-thirds (2/3) vote of the regular member delegates present. Notice of proposed amendments shall be mailed at least thirty (30) days prior to the meeting to each member institution. Copies of the proposed amendment shall be made available to all delegates prior to the start of the meeting. Such notice shall include the exact wording of the proposed amendment and shall include the name(s) and address(es) of the proponent(s). However, changes can be made to the proposed amendment language at the meeting.*

A quorum is defined in the Bylaws (Article I. Section 7) as follows. These refer to **Delegates** or their **Alternates**.

The presence, in person, by electronic communication or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.

The next duly constituted meeting of NAML will be held on March 23, 2021 and this is where these amendments will be considered.

NAML Articles of Organization Amendments

[Add to top](#)

(Adopted 3 November 1990; Amended: 12 October 1991, 30 October 1993, 9 March 2006)

Additions = **bold underline**

Deletions = ~~strikethrough~~

I. NAME

The name of this corporation shall be the National Association of Marine Laboratories ("Association" herein), as a non-profit organization incorporated in the State Commonwealth of Massachusetts.

IV. REGIONAL ORGANIZATIONS

The Association shall consist of three (3) regional organizations which shall have their own separate but similar articles of organization and bylaws. The regional organizations have two classes of members, regular members and associate members. The regular, but not the associate, members of each regional organization shall automatically belong to the Association upon payment of annual ~~dues~~ **capital contributions**, election by the Association Board of Directors, and ultimate ratification by the Association membership at a ~~regular~~ meeting **of the Association or by a ballot**. Associate members of the regional ~~organizations~~ **associations** shall be composed of those laboratories and non-profit organizations that ~~either~~ do not wish to participate in the national organization ~~or cannot be voting members of the national association because they are Federal laboratories~~. Associate members only belong to the regional ~~association~~ **organization** and are not eligible for membership in the National Association of Marine Laboratories. It is the intent that the Association shall represent the regional organizations on matters that cannot be resolved at the regional level and matters of mutual interest that should be presented by the Association in behalf of all regional organizations on the national level.

Rationale:

- The word "dues" was used in the Articles of Organization and the Bylaws until 30 Oct 1993, when it was changed to "capital contributions." The word "dues" is used when a payment is made for the exchange of benefits. There are benefits and services that come with NAML membership. "Contributions" are donations made without receiving anything in exchange.
- The word Association is synonymous with NAML as defined in Article I.
- Allowing ratification of new members using a ballot gives flexibility and better timing for approval.
- The regional structures are referred to as "organizations" throughout the Articles of Organization and the Bylaws. This reference to NEAMGLL, SAML, and WAML as organizations is helpful.

VII. BYLAWS OF THE ASSOCIATION AND THE REGIONAL ORGANIZATIONS

The Association shall maintain Bylaws ~~of the Association~~ ("Bylaws" herein), which shall describe the methods of conduct of business for the Association. In the event of conflict between the Bylaws and these Articles of Organization, the Articles shall govern. **In any conflict arising between the Articles of Organization and the Bylaws of the Association and the Articles of Organization and the Bylaws of the regional organizations, the Association shall prevail.**

Rationale: This gives precedence to the rules of the Association over the regional organizations.

NAML Bylaws Amendments

Add to top

(Adopted 3 November 1990; Amended: 12 October 1991, 30 October 1993, 12 September 1997, 9 March 2006)

Additions = **bold underline**

Deletions = ~~strikethrough~~

Article I. Membership

Section 1: Applications

Applications for membership shall be in the form of a letter from a responsible officer of the candidate member **institution** ~~organization~~, addressed to the president of the appropriate regional organization of the Association (NEAMGLL, WAML, or SAML), indicating the intent of the **candidate member institution** ~~organization~~ to become a regular member of the Association. Upon acceptance by one of the regional organizations, a majority vote of the Board of Directors of the Association shall elect **an applicant** ~~a candidate~~ to membership, subject to ratification by vote of members present at ~~the next a~~ meeting of the Association **or by an electronic ballot**, and the payment of ~~the regional organization and Association capital contributions~~ **dues** for the year in which the applicant is elected.

Rationale:

- These edits clarify some of the terms so that they are used consistently throughout the bylaws.
 - Association is defined as the National Association of Marine Laboratories.
 - Regional organization refers to NEAMGLL, SAML, or WAML.
 - “Candidate member institution” avoids using the term organization, which is reserved for reference to the regional organizations.
- The proposal removes the specificity requiring approval at the **very next** meeting and also gives the option of ratification by an electronic ballot. Allowing a ballot will help with the timing of new member approvals. See rationale above for changing “capital contributions” to “dues.”
- The interpretation is that the regional organization must first approve membership through its Executive Committee (SAML) or Board of Directors (NEAMGLL, WAML). In

other words, the NAML Board of Directors will not consider an application for membership unless it is first approved by the appropriate regional organization. Ratification by the regional organization is not required to advance the candidate member institution to consideration by the NAML Board of Directors. Ultimately, decisions of the NAML Board of Directors and the regional organization must be ratified by the respective memberships. Ratification can be done either at a meeting or by a ballot. **Regional organizations may need to adjust their bylaws to allow ratification by ballot.**

Section 2: Participation

To participate in the functions of the Association, ~~a member~~ **an organization institution shall be an active member in good standing** ~~have made a capital contribution for the current year, Current year is defined as starting January 1 and ending through December 31.~~

Rationale: Being a member in good standing is used elsewhere to define representation as a delegate (Article I, Section 3A) and voting (Article I, Section 4A). A member granted a suspension of membership (see Section 6.D.) is considered inactive and this is why the word “active” is used.

Section 6: ~~Capital Contributions~~ **Dues**

A. Membership ~~contributions~~ **dues** shall be assessed annually by the Association, and the designated portion of said ~~contributions~~ **dues** forwarded to the regional organizations.

B. The Board of Directors shall periodically review the ~~capital contribution~~ **dues** structure **for member institutions of different sizes** and revise and set ~~fees~~ **dues**.

C. ~~Capital contributions~~ **Dues** are payable before January 31 of each year. Delinquency of members shall be determined by the Finance Committee ~~after January 31~~ **by March 31** of each fiscal year. Delinquent members shall not be **considered members in good standing and shall not be** allowed to participate in ~~corporate~~ **Association** events as members. Failure to pay **dues** ~~contributions~~ by the end of the current fiscal year **or at a later time determined and published by the Board of Directors** will result in automatic loss of membership.

D. If a member is unable to pay dues, the member may request from the Association a waiver of the dues or a suspension of membership for the year(s) in question. The request must be approved by the Board of Directors and agreed to by the corresponding regional organization.

1. **A waiver of dues will be considered for a member due to documented unusual and extraordinary circumstances; the member must document a need to remain an active member of the Association in good standing.**
2. **A suspension of membership will be considered for a member due to documented unusual and extraordinary circumstances. During the suspension period, the member is considered inactive. The suspended member will receive notices of Association activities, but may not participate in functions of the Association.**

Rationale: There are several important points to this section: delinquency, loss of membership, and dues waiver or suspension of membership.

- **Delinquency.** Determining delinquency is left in the hands of the Finance Committee (which is not defined anywhere in the bylaws; it is not a Standing Committee but has been proposed below as a Standing Committee). The Finance Committee should allow time for members to pay dues for the current year. For example, in the FY 2020 members were in the process of paying 2020 dues and the Winter Meeting was held in March (i.e., the February to March time-frame). Those members that had paid 2019 dues but not 2020 dues should not be considered delinquent, otherwise there will be a much smaller number of members qualifying to attend the Winter Meeting and obviously this is undesirable. When the March 17, 2020 Winter Meeting was held, only 69 of 93 members had paid 2020 dues. Thus, the determination of the standing of a member (delinquent or good standing) is important. At some point in the FY 2020, those members that have not paid 2020 dues should be considered delinquent. There are a number of consequences for this.
 - Loss of updates from Federal Science Partners.
 - Loss of participation in meeting events, e.g., NAML Biennial Meeting, regional organization meetings.
 - Loss of eligibility for student support, i.e., the SAML Student Support Program (<http://saml.naml.org/members/studentssupport.php>). NEAMGLL is considering a similar student program.
- **Loss of Membership.** At some point, the member in arrears for dues must be removed from membership. The current wording states that failure to pay dues for the current year results in automatic loss of membership. The new wording allows the Board of Directors a little leeway as long as the decision is communicated to the member at risk of losing membership. This was effectively done in 2020 by allowing members in arrears for 2018 dues to remain a member until March 31, 2020 at which time they must have paid 2020 dues and also the arrears dues (unless a petition to waive the arrears dues is granted by the Board of Directors). This provides an incentive for the member in arrears to pay current and back dues to become once again a member in good standing with full benefits. Note that the 2020 year was unusual in that there was a backlog of members in arrears. This backlog no longer exists.
- **Dues Waiver or Suspension of Membership.** There is currently no provision in the bylaws for a member to deal with difficult circumstances surrounding dues payment.

Either dues are paid or membership is forfeited. This new provision provides mechanisms for a member to remain affiliated with NAML during hard times. It avoids having a member lose membership and then having to reapply.

Section 9: Waiver of Notice

~~A member, either before or after a membership meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a membership meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.~~

Rationale: This section has been **moved** to the section on meetings of the Board of Directors where it more properly applies. Section 10 becomes Section 9. But here is how a waiver of notice works. If the Association fails to provide proper notice of a meeting of the membership (called a membership meeting), as stipulated in Section 8 (immediately before this section under membership), then the delegate (or alternate delegate as proxy) may attend the meeting and this attendance is the equivalent of saying “I waive notice of this meeting.” Thus, by attending the meeting the member consents to the meeting and the validity of the business conducted at the meeting. However, the member may attend the meeting in order to object to the transaction of business because the meeting was not lawfully called or convened. Normally, regular NAML membership meetings are advertised far in advance with published agendas. There may be an occasion, even though unlikely, where a special membership meeting may need to be called to address some emergency situation and members are given less than 30 days notice. In this case, a member could object using the rules in this section. If a member does not attend the meeting, that member should waive notice of the meeting after the meeting occurred for the meeting to be legal. These rules are more appropriate for small groups.

As an example, special meetings are called when there’s a pressing issue that can’t wait for the next scheduled meeting. If there’s not enough time for a formal meeting notice, members can opt to sign a waiver and hold the meeting without notice. The waiver ensures that all members agree to hold the meeting and abide by the actions that take place.

We are unaware that NAML has ever used this provision and it seems that it is boilerplate language used by some, but not all, organizations. Scientific organizations that we surveyed (American Physics Society, American Physiological Society, American Chemical Society, Ecological Society of America) do not even have a “waiver of notice” provision. The American Geophysical Union does mention a “waiver of notice,” but does not specify how it should work.

Article II. Board of Directors and Committees

Section 1: Board of Directors

A. Voting Membership

The Board of Directors of the Association shall consist of:

1. The President
2. The Vice-President/President-Elect
3. The immediate Past President
4. Twelve (12) ~~members-at-large~~ ~~other members~~: four (4) from each regional organization as duly elected by each organization ~~and titled members-at-large~~. The President, Vice-President/President-Elect, and immediate Past President of each regional organization will normally fulfill three of these roles unless otherwise selected by the regional organization. **Only regular member delegates may serve on the Board of Directors.** ~~Members of the regional organization who are not members of the Association (e.g., Federal laboratories) are not eligible to be members of the Board of Directors of the Association.~~

Rationale: The proposed changes make this section more consistent with the language elsewhere in the bylaws (Article I. Section 3.B).

Section 1: Board of Directors

F. Meetings

Meetings of the Board of Directors shall be as follows:

1. Regular meetings. The Board of Directors shall meet at least twice each year and immediately prior to the biennial meeting of the Association. **At least thirty (30) days notice of the time and place of such a regular meeting shall be given in writing to each member of the Board of Directors. The purpose of any regular meeting shall be specified in the notice. Regular meetings may be conducted via telephone or video-conference.**
2. Special Meetings. Special meetings of the Board of Directors may be held from time to time upon call of the Chairperson or by written request of a majority of members of the Board of Directors. At least fifteen (15) days notice of the time and place of ~~such regular and~~ special meetings shall be given in writing to each member of the Board of Directors. The purpose of ~~any regular and~~ the special meeting shall be specified in the notice. Such special meetings may be conducted via telephone **or video-conference-call.**
3. **Waiver of notice. A member, either before or after a Board of Directors meeting, may waive notice of the meeting; and this waiver shall be deemed the equivalent of having been given notice. Attendance at a Board of**

Directors meeting of a person entitled to notice shall constitute a waiver of notice of the meeting unless he/she attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

4. ~~Informal Action by members or Directors.~~ **Actions by the Board of Directors without a meeting.** Any action that may be taken at a meeting of members or Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed with the Secretary of the Association. This consent shall have the same effect as a unanimous vote at a membership or board meeting.
5. The rules contained in the latest edition of "Robert's Rules of Order," most recently revised, shall govern the conduct of Board of Directors meetings provided they are not inconsistent with the provisions of the Articles of Organization and the Bylaws of the Association.

Rationale: The changes in Section F provide greater clarity. The waiver of notice section was moved from the membership meeting section to the Board of Directors meeting section. Notice for both the membership meeting and the Board of Directors' meeting are still required. If proper notice of a Board of Directors' meeting is not given, the waiver of notice rule requires a waiver of notice either by attending the BOD meeting or signing a waiver of notice. This is practical for the 15-member BOD where it is possible that a special meeting needs to be called on short notice. This kind of waiver, however, is not practical for the 93 member meeting of the membership. A member may still object to the legality of a meeting where proper notice is not given. A survey of different scientific societies, some very large, reveal that they have no "waiver of notice" provision in their bylaws at all.

Section 2: Standing Committees

- A. Standing committees shall be appointed by the President with the advice of the Board of Directors. Any person employed by a member institution may be appointed to a standing committee provided that notice of the appointment be transmitted to the official delegate of the member institution.
- B. Standing committees shall include, but not be limited to, the following:

1. Nominating Committee. Appointed by the President before July 1 of each election year to prepare a slate of nominations for the office of Vice President/President-Elect. It shall consist of members from the regional organization from which the President-Elect is to be elected. The ~~chairman~~**-chair** shall be the immediate Past President of the Association. In the event he/she is unable to serve, the President may appoint any eligible individual as defined above.

2. Audit Committee. Appointed by the **President or** incoming President and approved by the Board of Directors by January 15 of each year. Its duties are limited to examining and approving the finances of the Association. The Audit Committee shall not include the President, the President-Elect, the Past President, the Treasurer **and or** the Secretary. The chair of the Audit Committee will present a report on the Association's finances and record-keeping to the ~~full~~ Board **of Directors** at least once per year.

Rationale: During off years, there is no incoming President.

Add new standing committee B3. Finance Committee

B3. Finance Committee. The Finance Committee shall consist of the President, the President-Elect, and the Treasurer with the Treasurer serving as the chair. The committee shall determine delinquency of members and develop a budget for the Association.

Rationale: A Finance Committee is referenced in two places: Article I, Section 6C and Article III Officers and Duties. This committee will be involved in determining delinquent members (Article I, Section 6C) and establishing a budget.

Add new standing committee B4. Public Policy Committee

B4. Public Policy Committee. The Public Policy Committee shall consist of the President-Elect as chair, the President, the Treasurer, the chair of the Education Committee and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The committee is charged with developing a public policy agenda that will be disseminated to the membership and approved by the NAML Board of Directors. The committee is also charged with other actions, including but not limited to the organizing of briefings and producing position statements, testimony, and other such documents relevant to the public policy mission of NAML.

Rationale: A Public Policy Committee should have a specified membership with term limits even though regular monthly public policy calls have a much broader participation. The amendment specifies general charges to develop and disseminate a public policy agenda, sponsor public policy briefings, and produce relevant testimony, positions, and other documents.

Add new standing committee B5. Education Committee

B5. Education Committee. The Education Committee shall consist of a chair and a vice chair, the chair of the Public Policy Committee, and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a term of three years with the option of being appointed for a second term. The committee is charged with assessing and disseminating pedagogic information, best practices, necessary support structures and impediments to providing outstanding educational experiences.

Rationale: An Education Committee has existed for a number of years as an *ad hoc* committee and has attracted much interest. Like the Public Policy Committee, it should have a specified membership with term limits.

Add new standing committee B6. Diversity, Equity, and Inclusion Committee

B6. Diversity, Equity, and Inclusion Committee. The Diversity, Equity, and Inclusion Committee shall consist of a chair and a vice chair, and a representative nominated by each regional organization and appointed by the NAML President for a term of three years with the option of being appointed for an additional term. Additional members may be appointed. In addition, at least one member of the Board of Directors shall serve on the committee. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a term of three years with the option of being appointed for a second term. The committee is charged with promoting conversations, policies, and procedures to improve the organizational climate and opportunities for diversity, equity, and inclusion in the marine sciences at NAML member institutions.

Article III. Officers and Duties

Section 3. Past President

- A. The Past President shall assume that office on January 1 following the taking of office of the President-Elect.
- B. The Past President shall serve for two (2) years.
- C. The duties of the Past-President shall be:
 - 1. To serve as an advisor to the ~~new~~ President and the Association as a whole.
 - 2. To serve as chairman of the Nominating Committee.

Section 5. Treasurer. B. Duties of the Treasurer

1. The Treasurer shall be responsible for keeping all accounts for preparation of an annual financial statement to be presented to the regional organizations, for assisting in the preparation of each annual budget, for depositing all regional ~~capital contributions~~ **dues** for safekeeping and for all other Association receipts and disbursements.

3. The Treasurer shall, not later than ~~October~~ **January** 31 of each year, prepare and transmit invoices for annual membership ~~capital contributions~~ **dues** to the members. ~~Within 30 days of receipt of capital contributions from members,~~ The Treasurer will forward **to the regional organizations** the **their** portion of the **dues collected** ~~contributions due to the regional organization to each regional organization~~ **on a quarterly basis**. A record of receipt shall be prepared by the Treasurer and properly recorded for deposit.

Rationale: This first sentence (Section 5.B.3) in the current bylaws is a strange statement and would appear to be somewhat at odds with the practice and intent (though technically not at odds) of dues being "payable before January 31 of each year" (Article I. Section 6C). Changing October 31 to January 31 is consistent with the current intent and practice. Next, distributions on a quarterly basis are a much more reasonable and practical time-frame. Ideally, all dues should have been received in the first quarter! In 2020, 76% of the members paid dues by the end of the first quarter; 91% by the end of April.

4. The Association may retain the services of an independent accounting professional to assist in the duties of Treasurer or to conduct an annual audit **or review** of the Corporate records. As a minimum, an audit **or review** of the books of the Association shall be conducted annually by the Audit Committee and a report of its findings approved by the Board of Directors.

Rationale: A review and an audit are two different things (see, for example, <https://www.accru.com/2017/01/review-vs-audit-what-you-need-to-know/>). Adding the word review increases the required flexibility. The finances of NAML are fairly simple and straightforward. The more costly audit may not be affordable. The wording of this section does not require the action of an independent accounting professional, but allows it. The Audit Committee, through its chair, must still issue a report to the Board of Directors as described in the charge to that committee.

5. The Board of Directors can alter the deadlines for invoices and ~~contributions~~ **dues** by a majority vote, subject to notification of the full membership.

Article V. Emeritus Members

Section 1: Definition and Eligibility

A. The position of Emeritus Member is established to recognize individuals who have made significant contributions to the Association and/or to the promotion and advancement of marine sciences under the auspices of the Association.

B. Persons eligible for nomination as Emeritus Members must be retired and from one of the following categories: the Association's Board of Directors, member laboratory ~~directorship~~ **delegate or alternate delegate**, or leadership position in an organization or agency promoting the advancement of marine sciences or member laboratories through the Association.

Rationale: Not all laboratory directors are delegates and vice versa. The intent is that those that represent member laboratories are eligible for nomination.

Section 2: Nomination and Election

B. A vote on the nomination may be taken at **a regular meeting** ~~the Biennial Meeting~~ of the Association. The election, with the consent of the Board of Directors, also may be held by mail or electronic ballot at a specified date ~~other than the biennial meeting~~ by allowing at least forty five (45) days from the distribution of the ballots before the voting is concluded. In this latter case, the Secretary will certify the election and archive the ballots as verification of the results.

Rationale: The changes make these sections consistent with other parts of the NAML Bylaws referencing approval of new members. In recent years, NAML meets annually, e.g., winter public policy meeting, where it holds business meetings.

Section 3: Rights and Responsibilities

B. Emeritus members have the responsibility to continue in service to the Association through active participation on committees or through other assumed or assigned responsibilities that promote the goals designated under the Articles of **Organization** ~~Incorporation~~.

Questions

Do we want to make changes to the mechanism by which amendments are made? The rules are identical for the Articles of Organization and the Bylaws. They currently can only be made at a “duly constituted meeting of the Association at which a quorum is present, by a two-thirds (2/3) vote of the regular member delegates present.” Of course, this can include virtual

meetings. A quorum: *The presence, in person, by electronic communication or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.*

Discussed by committee. Current rules are fine as is.